

Board of Governors of the Federal Reserve System



Consolidated Financial Statements for Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. § 1844) and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and Section 10 of the Home Owners Loan Act (12 U.S.C. § 1467a(b)).

This report form is to be filed by holding companies with total consolidated assets of \$500 million or more. In addition, holding companies meeting certain criteria must file this report (FR Y-9C)

regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Holding Companies. The Consolidated Financial Statements for Holding Companies is to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).

Date of Report: **September 30, 2014**

Month / Day / Year (BHCK 9999)

I, the undersigned CFO (or equivalent) of the named holding company, attest that the Consolidated Financial Statements for Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

MUFG AMERICAS HOLDINGS CORPORATION

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Legal Title of Holding Company (TEXT 9010)
1251 AVENUE OF THE AMERICAS

Signature of Chief Financial Officer (or Equivalent)

(Mailing Address of the Holding Company) Street / PO Box (TEXT 9110)
NEW YORK NY 10020

Date of Signature (MM/DD/YYYY) (BHTX J196)

City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

For Federal Reserve Bank Use OnlyRSSD ID _____
C.I. _____ S.F. _____

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

Holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Report of Income for Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by 1–4 family residential properties	4435		824030	1.a.(1)(a)
(b) All other loans secured by real estate	4436		589878	1.a.(1)(b)
(c) All other loans	F821		613202	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		46478	1.a.(2)
b. Income from lease financing receivables	4065		37184	1.b.
c. Interest income on balances due from depository institutions ¹	4115		5676	1.c.
d. Interest and dividend income on securities:				
(1) U.S. Treasury securities and U.S. government agency obligations				
(excluding mortgage-backed securities)	B488		7949	1.d.(1)
(2) Mortgage-backed securities	B489		254895	1.d.(2)
(3) All other securities	4060		80351	1.d.(3)
e. Interest income from trading assets	4069		3313	1.e.
f. Interest income on federal funds sold and securities purchased under agreements				
to resell	4020		54	1.f.
g. Other interest income	4518		21191	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		2484201	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		17856	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		54742	2.a.(1)(b)
(c) Other deposits	6761		108563	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		442	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		170	2.b.
c. Interest on trading liabilities and other borrowed money				
(excluding subordinated notes and debentures)	4185		89309	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible				
securities	4397		36515	2.d.
e. Other interest expense	4398		1465	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		309062	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074		2175139	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		-25032	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		53197	5.a.
b. Service charges on deposit accounts in domestic offices	4483		153055	5.b.
c. Trading revenue ²	A220		61931	5.c.
d. (1) Fees and commissions from securities brokerage	C886		22710	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888		25055	5.d.(2)
(3) Fees and commissions from annuity sales	C887		14546	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		0	5.d.(4)
(5) Income from other insurance activities	C387		2849	5.d.(5)
e. Venture capital revenue	B491		22662	5.e.
f. Net servicing fees	B492		642	5.f.
g. Net securitization income	B493		0	5.g.

1. Includes interest income on time certificates of deposit not held for trading.

2. For holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

Schedule HI—Continued

	Dollar Amounts in Thousands			BHCK				
5. h. Not applicable								
i. Net gains (losses) on sales of loans and leases	8560		15051					5.i.
j. Net gains (losses) on sales of other real estate owned	8561		1132					5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		-63					5.k.
l. Other noninterest income ³	B497		362837					5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		735604					5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521		0					6.a.
b. Realized gains (losses) on available-for-sale securities	3196		15892					6.b.
7. Noninterest expense:								
a. Salaries and employee benefits	4135		1256595					7.a.
b. Expenses of premises and fixed assets (net of rental income (excluding salaries and employee benefits and mortgage interest))	4217		223176					7.b.
c. (1) Goodwill impairment losses	C216		0					7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		39125					7.c.(2)
d. Other noninterest expense ⁴	4092		597225					7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		2116121					7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301		835546					8.
9. Applicable income taxes (foreign and domestic)	4302		179316					9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		656230					10.
11. Extraordinary items and other adjustments, net of income taxes ⁵	4320		0					11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104		656230					12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103		-14088					13.
14. Net income (loss) attributable to holding company (item 12 minus item 13)	4340		670318					14.

3. See Schedule HI, memoranda item 6.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

Memoranda

	Dollar Amounts in Thousands			BHCK				
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519		2191044					M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592		851450					M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313		2929					M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)	4507		5410					M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number					
	4150		12326					M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3 percent of Schedule HI, item 5.l):	BHCK							
a. Income and fees from the printing and sale of checks	C013		0					M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014		0					M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016		0					M.6.c.
d. Rent and other income from other real estate owned	4042		0					M.6.d.
e. Safe deposit box rent	C015		0					M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229		0					M.6.f.

Schedule HI—Continued**Memoranda—Continued**

Dollar Amounts in Thousands												
6. g. Bank card and credit card interchange fees					BHCK							
h. Gains on bargain purchases					F555			24691	M.6.g.			
					J447			0	M.6.h.			
i. <table><tr><td>TEXT</td><td>8562</td><td>MERCHANT BANKING FEES</td></tr></table>					TEXT	8562	MERCHANT BANKING FEES					
TEXT	8562	MERCHANT BANKING FEES										
					8562			89016	M.6.i.			
j. <table><tr><td>TEXT</td><td>8563</td><td>LETTER OF CREDIT FEE AND IMPORT EXPORT COMMISSION</td></tr></table>					TEXT	8563	LETTER OF CREDIT FEE AND IMPORT EXPORT COMMISSION					
TEXT	8563	LETTER OF CREDIT FEE AND IMPORT EXPORT COMMISSION										
					8563			49148	M.6.j.			
k. <table><tr><td>TEXT</td><td>8564</td><td>INDEMNIFICATION ASSET DISCOUNT ACCRETION ADJUSTMENT</td></tr></table>					TEXT	8564	INDEMNIFICATION ASSET DISCOUNT ACCRETION ADJUSTMENT					
TEXT	8564	INDEMNIFICATION ASSET DISCOUNT ACCRETION ADJUSTMENT										
					8564			-69770	M.6.k.			
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3 percent of the sum of Schedule HI, item 7.d):												
a. Data processing expenses					C017			19255	M.7.a.			
b. Advertising and marketing expenses					0497			28199	M.7.b.			
c. Directors' fees					4136			0	M.7.c.			
d. Printing, stationery, and supplies					C018			0	M.7.d.			
e. Postage					8403			0	M.7.e.			
f. Legal fees and expenses					4141			0	M.7.f.			
g. FDIC deposit insurance assessments					4146				M.7.g.			
h. Accounting and auditing expenses					F556			0	M.7.h.			
i. Consulting and advisory expenses					F557			68028	M.7. i.			
j. Automated teller machine (ATM) and interchange expenses					F558			0	M.7. j.			
k. Telecommunications expenses					F559			19734	M.7.k.			
l. <table><tr><td>TEXT</td><td>8565</td><td>OUTSIDE VENDOR SERVICES</td></tr></table>					TEXT	8565	OUTSIDE VENDOR SERVICES					
TEXT	8565	OUTSIDE VENDOR SERVICES										
					8565			97104	M.7. l.			
m. <table><tr><td>TEXT</td><td>8566</td><td>SOFTWARE</td></tr></table>					TEXT	8566	SOFTWARE					
TEXT	8566	SOFTWARE										
					8566			68727	M.7.m.			
n. <table><tr><td>TEXT</td><td>8567</td><td>LOW-INCOME HOUSING AMORTIZATION EXPENSE</td></tr></table>					TEXT	8567	LOW-INCOME HOUSING AMORTIZATION EXPENSE					
TEXT	8567	LOW-INCOME HOUSING AMORTIZATION EXPENSE										
					8567			64794	M.7.n.			
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):												
a. (1) <table><tr><td>TEXT</td><td>3571</td><td></td></tr></table>					TEXT	3571						
TEXT	3571											
					3571			0	M.8.a.(1)			
(2) Applicable income tax effect.....					BHCK	3572		0	M.8.a.(2)			
b. (1) <table><tr><td>TEXT</td><td>3573</td><td></td></tr></table>					TEXT	3573						
TEXT	3573											
					3573			0	M.8.b.(1)			
(2) Applicable income tax effect.....					BHCK	3574		0	M.8.b.(2)			
c. (1) <table><tr><td>TEXT</td><td>3575</td><td></td></tr></table>					TEXT	3575						
TEXT	3575											
					3575			0	M.8.c.(1)			
(2) Applicable income tax effect.....					BHCK	3576		0	M.8.c.(2)			
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)												
Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:												
a. Interest rate exposures					8757			38115	M.9.a.			
b. Foreign exchange exposures					8758			13788	M.9.b.			
c. Equity security and index exposures					8759			3018	M.9.c.			
d. Commodity and other exposures					8760			6722	M.9.d.			
e. Credit exposures					F186			288	M.9.e.			

Schedule HI—Continued**Memoranda—Continued**

Dollar Amounts in Thousands		BHCK			
<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.¹</i>					
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....	K090		9539		M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)	K094		3834		M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading.....	C889		0		M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890		-223		M.10.b.
11. Credit losses on derivatives (see instructions)	A251		135		M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		22036		M.12.a.
b. (1) Premiums on insurance related to the extension of credit.....	C242		0		M.12.b.(1)
(2) All other insurance premiums	C243		0		M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities.....	B983		0		M.12.c.
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.).....	0=No 1=Yes	BHCK A530		0	M.13.

Dollar Amounts in Thousands		BHCK			
<i>Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.</i>					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets	F551		0		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552		0		M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553		0		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554		0		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409		14289		M.15.
<i>Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>					
		Year-to-date			
		BHCK			
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a))	F228		0		M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses	J319		5000		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	J320				M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b)	J321		5000		M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HI-A—Changes in Holding Company Equity Capital

Dollar Amounts in Thousands

	BHCK				
1. Total holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217		14215235		1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508		14215235		3.
	BHCT				
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	4340		670318		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross	3577		0		5.a.
b. Conversion or retirement of perpetual preferred stock	3578		0		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross	3579		0		6.a.
b. Conversion or retirement of common stock	3580		40282		6.b.
7. Sale of treasury stock	4782		0		7.
8. LESS: Purchase of treasury stock	4783		0		8.
9. Changes incident to business combinations, net	4356		0		9.
10. LESS: Cash dividends declared on preferred stock	4598		0		10.
11. LESS: Cash dividends declared on common stock	4460		0		11.
12. Other comprehensive income ¹	B511		124642		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company	4591		0		13.
14. Other adjustments to equity capital (not included above)	3581		0		14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT				
	3210		15050477		15.

1. Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

	(Column A) Charge-offs ¹				(Column B) Recoveries			
Dollar Amounts in Thousands	BHCK				BHCK			
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)								
1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1–4 family residential construction loans	C891		184		C892		0	
(2) Other construction loans and all land development and other land loans	C893		0		C894		0	
b. Secured by farmland in domestic offices	3584		0		3585		0	
c. Secured by 1–4 family residential properties in domestic offices:								
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411		2604		5412		1608	
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens	C234		2225		C217		60	
(b) Secured by junior liens	C235		611		C218		36	
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588		264		3589		492	
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		305		C896		1883	
(2) Loans secured by other nonfarm nonresidential properties	C897		2327		C898		3543	
f. In foreign offices	B512		0		B513		0	
2. Loans to depository institutions and acceptances of other banks:								
a. To U.S. banks and other U.S. depository institutions	4653		0		4663		0	
b. To foreign banks	4654		0		4664		0	
3. Loans to finance agricultural production and other loans to farmers	4655		667		4665		335	
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile)	4645		25495		4617		16242	
b. To non-U.S. addressees (domicile)	4646		0		4618		0	
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards	B514		0		B515		0	
b. Automobile loans	K129		21		K133		26	
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205		3774		K206		883	
6. Loans to foreign governments and official institutions	4643		0		4627		0	
7. All other loans	4644		134		4628		760	
8. Lease financing receivables:								
a. Leases to individuals for household, family, and other personal expenditures	F185		0		F187		0	
b. All other leases	C880		0		F188		0	
9. Total (sum of items 1 through 8)	4635		38611		4605		25868	

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued**Memoranda**

				(Column A) Charge-offs ¹		(Column B) Recoveries										
				Calendar Year-to-date												
Dollar Amounts in Thousands				BHCK				BHCK								
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above				5409				0				5410		39		M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)				4652				0				4662		0		M.2.

Memorandum item 3 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Dollar Amounts in Thousands	Calendar Year-to-date			
	BHCK			
	C388			0
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)				M.3.

Dollar Amounts in Thousands				BHCK			
II. Changes in allowance for loan and lease losses							
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income)	B522			567543			1.
	BHCT						
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605			25868			2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	BHCK						
	C079			38582			3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523			29			4.
	BHCT						
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230			-25032			5.
	BHCK						
6. Adjustments (see instructions for this schedule)	C233			-1197			6.
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	BHCT						
	3123			528571			7.

1. Include write-downs arising from transfers to a held-for-sale account.

Memoranda

Dollar Amounts in Thousands				BHCK			
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435			0			M.1.
Memoranda items 2 and 3 are to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).							
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389			0			M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390			0			M.3.
Memorandum item 4 is to be completed by all holding companies.							
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781			3394			M.4.

Schedule HI-C—Disaggregated Data on the Allowance for Loan and Lease LossesSchedule HI-C is to be completed by holding companies with \$1 billion or more in total assets.¹

	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)				(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)				(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)				(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)				(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)				(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK				BHCK				BHCK				
1. Real estate loans:																									
a. Construction loans	M708			0	M709			0	M710			0	M711			0	M712			0	M713			0	1.a.
b. Commercial real estate loans	M714			0	M715			0	M716			0	M717			0	M719			614541	M720			3394	1.b.
c. Residential real estate loans	M721			336304	M722			16952	M723			31237089	M724			31649	M725			0	M726			0	1.c.
2. Commercial loans ²	M727			187413	M728			26875	M729			42259535	M730			429701	M731			0	M732			0	2.
3. Credit cards	M733			0	M734			0	M735			0	M736			0	M737			0	M738			0	3.
4. Other consumer loans	M739			0	M740			0	M741			0	M742			0	M743			0	M744			0	4.
5. Unallocated, if any													M745			20000									5.
6. Total (sum of items 1.a. through 5.)	M746			523717	M747			43827	M748			73496624	M749			481350	M750			614541	M751			3394	6.

1. The asset size test is generally based on the total assets reported as of June 30, 2013.

2. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

Notes to the Income Statement—Predecessor Financial Items

For holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

	Dollar Amounts in Thousands	BHBC				
1. Total interest income	4107				0	1.
a. Interest income on loans and leases	4094				0	1.a.
b. Interest income on investment securities	4218				0	1.b.
2. Total interest expense	4073				0	2.
a. Interest expense on deposits	4421				0	2.a.
3. Net interest income	4074				0	3.
4. Provision for loan and lease losses	4230				0	4.
5. Total noninterest income	4079				0	5.
a. Income from fiduciary activities	4070				0	5.a.
b. Trading revenue	A220				0	5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490				0	5.c.
d. Venture capital revenue	B491				0	5.d.
e. Net securitization income	B493				0	5.e.
f. Insurance commissions and fees	B494				0	5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities	4091				0	6.
7. Total noninterest expense	4093				0	7.
a. Salaries and employee benefits	4135				0	7.a.
b. Goodwill impairment losses	C216				0	7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments	4301				0	8.
9. Applicable income taxes	4302				0	9.
10. Noncontrolling (minority) interest	4484				0	10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest	4320				0	11.
12. Net income (loss)	4340				0	12.
13. Cash dividends declared	4475				0	13.
14. Net charge-offs	6061				0	14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	4519				0	15.

Notes to the Income Statement (Other)

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country				
	0000		1	350

Notes to the Income Statement (Other)

	TEXT	Dollar Amounts in Thousands	BHCK			
1.	5351 OTHER NONINTEREST INCOME EXCEEDING 3% OF THE SUM OF SCHEDULE HI, ITEM 5.L .:FEES RELATED TO UNUSED LOAN COMMITMENTS		5351		45183	1.
2.	5352 OTHER NONINTEREST INCOME EXCEEDING 3% OF THE SUM OF SCHEDULE HI, ITEM 5.L .:REMITTANCE PROCESSING SERVICES REVENUE		5352		16920	2.
3.	5353 OTHER NONINTEREST INCOME EXCEEDING 3% OF THE SUM OF SCHEDULE HI, ITEM 5.L .:FEES FROM AFFILIATES		5353		162374	3.
4.	5354 OTHER NONINTEREST EXPENSE EXCEEDING 3% OF THE SUM OF SCHEDULE HI, ITEM 7. D.:TRAVEL AND CONFERENCE EXPENSE		5354		20112	4.
5.	5355 OTHER NONINTEREST EXPENSE EXCEEDING 3% OF THE SUM OF SCHEDULE HI, ITEM 7. D.:PROVISION FOR OFF-BALANCE SHEET CREDIT LOSSES		5355		32000	5.
6.	B042 OTHER NONINTEREST EXPENSE EXCEEDING 3% OF THE SUM OF SCHEDULE HI, ITEM 7. D.:NONCONTROLLING VIE LOSS		B042		23241	6.
7.	B043 SCH HI-B, PT II, LINE 6-ADJ: -1,197 REPRESENTS ALLOWANCE OF -255 FOR CREDIT LOSSES COVERED BY A FDIC INDEMNIFICATION AND -942 TRANSLATION ADJUSTMENT FOR LOANS DENOMINATED IN FGN CCY.		B043		-1197	7.
8.	B044		B044		0	8.
9.	B045		B045		0	9.
10.	B046		B046		0	10.

Notes to the Income Statement (Other)—Continued

	TEXT	Dollar Amounts in Thousands	BHCK				
11.	B047						
			B047			0	11.
12.	B048						
			B048			0	12.
13.	B049						
			B049			0	13.
14.	B050						
			B050			0	14.
15.	B051						
			B051			0	15.
16.	B052						
			B052			0	16.
17.	B053						
			B053			0	17.
18.	B054						
			B054			0	18.
19.	B055						
			B055			0	19.
20.	B056						
			B056			0	20.

Name of Holding Company

For Federal Reserve Bank Use Only

C.I. _____

FR Y-9C
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RSSD ID:

1378434

Consolidated Financial Statements for Holding Companies

Report at the close of business 20140930

Month / Day / Year

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

	BHCK			
Assets				
1. Cash and balances due from depository institutions:				
a. Noninterest-bearing balances and currency and coin ¹	0081		1626015	1.a.
b. Interest-bearing balances: ²				
(1) In U.S. offices	0395		2690659	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	0397		51433	1.b.(2)
2. Securities:				
a. Held-to-maturity securities (from Schedule HC-B, column A)	1754		8457523	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)	1773		14064396	2.b.
3. Federal funds sold and securities purchased under agreements to resell:				
a. Federal funds sold in domestic offices	BHDM B987		0	3.a.
b. Securities purchased under agreements to resell ³	BHCK B989		153273	3.b.
4. Loans and lease financing receivables:				
a. Loans and leases held for sale	5369		112342	4.a.
b. Loans and leases, net of unearned income	B528		74634882	4.b.
c. LESS: Allowance for loan and lease losses	3123		528571	4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529		74106311	4.d.
5. Trading assets (from Schedule HC-D)	3545		882629	5.
6. Premises and fixed assets (including capitalized leases)	2145		617139	6.
7. Other real estate owned (from Schedule HC-M)	2150		29793	7.
8. Investments in unconsolidated subsidiaries and associated companies	2130		1906198	8.
9. Direct and indirect investments in real estate ventures	3656		0	9.
10. Intangible assets:				
a. Goodwill	3163		3227459	10.a.
b. Other intangible assets (from Schedule HC-M)	0426		253924	10.b.
11. Other assets (from Schedule HC-F)	2160		2702950	11.
12. Total assets (sum of items 1 through 11)	2170		110882044	12.

1. Includes cash items in process of collection and unposted debits.

2. Includes time certificates of deposit not held for trading.

3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

Dollar Amounts in Thousands

Liabilities

13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing ¹	6631		28680637	13.a.(1)
(2) Interest-bearing	6636		53223640	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN			
(1) Noninterest-bearing	6631		0	13.b.(1)
(2) Interest-bearing	6636		455416	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM			
a. Federal funds purchased in domestic offices ²	B993		228500	14.a.
b. Securities sold under agreements to repurchase ³	BHCK			
15. Trading liabilities (from Schedule HC-D)	B995		73564	14.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3548		595545	15.
17. Not applicable	3190		8729604	16.
18. Not applicable				
19. a. Subordinated notes and debentures ⁴	4062		1762087	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699		66259	19.b.
20. Other liabilities (from Schedule HC-G)	2750		1778074	20.
21. Total liabilities (sum of items 13 through 20)	2948		95593326	21.
22. Not applicable				

Equity Capital**Holding Company Equity Capital**

23. Perpetual preferred stock and related surplus	3283		0	23.
24. Common stock (par value)	3230		136331	24.
25. Surplus (exclude all surplus related to preferred stock)	3240		7222981	25.
26. a. Retained earnings	3247		8190502	26.a.
b. Accumulated other comprehensive income ⁵	B530		-499337	26.b.
c. Other equity capital components ⁶	A130		0	26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)	3210		15050477	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000		238241	27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105		15288718	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300		110882044	29.

1. Includes noninterest-bearing demand, time, and savings deposits.

2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.

4. Includes limited-life preferred stock and related surplus.

5. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.

6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC—Continued**Memoranda (to be completed annually by holding companies for the December 31 report date)**

- | | | |
|-------|------|--|
| 0=No | BHCK | |
| 1=Yes | C884 | |
1. Has the holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for Yes, enter "0" for No.) M.1.
2. If response to Memoranda item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.⁷

a. _____
(1) Name of External Auditing Firm (TEXT C703)

(2) City (TEXT C708)

(3) State Abbreviation (TEXT C714)

(4) Zip Code (TEXT C715)

b. _____
(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

7. The Federal Reserve regards information submitted in response to Memorandum item 2.b as confidential.

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale							
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
	BHCK				BHCK				BHCK				BHCK			
1. U.S. Treasury securities.....	0211		485267		0213		484328		1286		70001		1287		70011	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																
a. Issued by U.S. government agencies ¹	1289		0		1290		0		1291		0		1293		0	2.a.
b. Issued by U.S. government-sponsored agencies ²	1294		125000		1295		125158		1297		150		1298		151	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496		0		8497		0		8498		264952		8499		262926	3.
4. Mortgage-backed securities (MBS)																
a. Residential pass-through securities:																
(1) Guaranteed by GNMA	G300		2311617		G301		2325193		G302		320178		G303		319677	4.a.(1)
(2) Issued by FNMA and FHLMC	G304		897266		G305		898720		G306		7188648		G307		7048156	4.a.(2)
(3) Other pass-through securities.....	G308		0		G309		0		G310		0		G311		0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G312		2892735		G313		2882547		G314		377629		G315		371443	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G316		0		G317		0		G318		0		G319		0	4.b.(2)
(3) All other residential mortgage-backed securities.....	G320		0		G321		0		G322		174812		G323		176899	4.b.(3)
c. Commercial MBS:																
(1) Commercial pass-through securities:																
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142		0		K143		0		K144		0		K145		0	4.c.(1)(a)
(b) Other pass-through securities	K146		0		K147		0		K148		33090		K149		31160	4.c.(1)(b)
(2) Other commercial MBS:																
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	K150		1745638		K151		1774367		K152		0		K153		0	4.c.(2)(a)
(b) All other commercial MBS	K154		0		K155		0		K156		1769558		K157		1744960	4.c.(2)(b)

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

3. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale									
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value					
	BHCK				BHCK				BHCK				BHCK					
5. Asset-backed securities and structured financial products:																	5.a.	
a. Asset-backed Securities (ABS)	C026			0	C988			0	C989			4080	C027			4086		
b. Structured financial products:																		
(1) Cash	G336			0	G337			0	G338			2437923	G339			2422347		5.b.(1)
(2) Synthetic.....	G340			0	G341			0	G342			0	G343			0		5.b.(2)
(3) Hybrid	G344			0	G345			0	G346			0	G347			0	5.b.(3)	
6. Other debt securities:																	6.a.	
a. Other domestic debt securities.....	1737			0	1738			0	1739			1583471	1741			1600076		
b. Other foreign debt securities	1742			0	1743			0	1744			0	1746			0		6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values																	7.	
									A510			10285	A511			12504		
	BHCT													BHCT				
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	1754			8457523	1771			8490313	1772			14234777	1773			14064396	8.	

Memoranda

Dollar Amounts in Thousands				
BHCK				
0416	6509562			M.1.
0383	6066840			M.2.a.
0384	1241672			M.2.b.
0387	15200903			M.2.c.
1778	0			M.3.
8782	0			M.4.a.
8783	0			M.4.b.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
3. Report fixed-rate debt securities by remaining maturity and floating debt securities by next repricing date.

Schedule HC-B—Continued

Memoranda—Continued

	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
Dollar Amounts in Thousands																	
Memorandum item 5 is to be completed by holding companies with total assets over \$1 billion or with foreign offices. ¹																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables	B838			0	B839			0	B840			0	B841			0	M.5.a.
b. Home equity lines	B842			0	B843			0	B844			0	B845			0	M.5.b.
c. Automobile loans.....	B846			0	B847			0	B848			4080	B849			4086	M.5.c.
d. Other consumer loans.....	B850			0	B851			0	B852			0	B853			0	M.5.d.
e. Commercial and industrial loans	B854			0	B855			0	B856			0	B857			0	M.5.e.
f. Other.....	B858			0	B859			0	B860			0	B861			0	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																	
a. Trust preferred securities issued by financial institutions.....	G348			0	G349			0	G350			0	G351			0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352			0	G353			0	G354			0	G355			0	M.6.b.
c. Corporate and similar loans.....	G356			0	G357			0	G358			2437923	G359			2422347	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360			0	G361			0	G362			0	G363			0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G364			0	G365			0	G366			0	G367			0	M.6.e.
f. Diversified (mixed) pools of structured financial products.....	G368			0	G369			0	G370			0	G371			0	M.6.f.
g. Other collateral or reference assets	G372			0	G373			0	G374			0	G375			0	M.6.g.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) In Domestic Offices			
	BHCK			BHDM			
1. Loans secured by real estate	1410	47094091					1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1–4 family residential construction loans				F158	112473		1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159	1372345		1.a.(2)
b. Secured by farmland.....				BHDM			
c. Secured by 1–4 family residential properties:				1420	145108		1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit							
(2) Closed-end loans secured by 1–4 family residential properties:				1797	2906255		1.c.(1)
(a) Secured by first liens.....				5367	28656228		1.c.(2)(a)
(b) Secured by junior liens				5368	50905		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460	4088570		1.d.
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties				BHCK			
(2) Loans secured by other nonfarm nonresidential properties.....				F160	2851110		1.e.(1)
				F161	6911097		1.e.(2)
				BHDM			
2. Loans to depository institutions and acceptances of other banks				1288	48		2.
a. To U.S. banks and other U.S. depository institutions.....	1292	48					2.a.
b. To foreign banks	1296	0					2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	292148		1590	292148		3.
4. Commercial and industrial loans				1766	17769748		4.
a. To U.S. addressees (domicile)	1763	17160105					4.a.
b. To non-U.S. addressees (domicile)	1764	1987633					4.b.
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)				1975	317510		6.
a. Credit cards	B538	0					6.a.
b. Other revolving credit plans.....	B539	158555					6.b.
c. Automobile loans.....	K137	321					6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	158634					6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	0		2081	0		7.
8. Not applicable							
9. Loans to nondepository financial institutions and other loans:							
a. Loans to nondepository financial institutions	J454	5824658		J454	5824658		9.a.
b. Other loans							
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545	203439		1545	203439		9.b.(1)
(2) All other loans (exclude consumer loans).....	J451	1057049		J451	1057049		9.b.(2)
10. Lease financing receivables (net of unearned income)				2165	810543		10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	0					10.a.
b. All other leases	F163	810543					10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above....	2123	0		2123	0		11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122	74747224		2122	73369234		12.

Schedule HC-C—Continued

Memoranda

Dollar Amounts in Thousands				BHDM			
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans	K158		660				M.1.a.(1)
(2) All other construction loans and all land development and other land loans.....	K159		599				M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576		179098				M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	K160		3174				M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161		4008				M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K162		6965				M.1.d.(2)
e. Commercial and Industrial loans:							
(1) To U.S. addressees (domicile).....	K163		90115				M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K164		0				M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures) ¹	K165		1989				M.1.f.
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>							
(1) Loans secured by farmland in domestic offices							
	K166		0				M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks ...							
	K167		0				M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers.....							
	K168		0				M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K098		0				M.1.f.(4)(a)
(b) Automobile loans	K203		0				M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)							
	K204		0				M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions							
	K212		0				M.1.f.(5)
(6) Other loans ¹							
	K267		0				M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, Column A, above							
	2746		4055611				M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....							
	B837		29179				M.3.
<i>Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>							
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, Column A)							
	C391		0				M.4.
<i>Memorandum item 5 is to be completed by all holding companies.</i>							
5. Purchased credit-impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):							
a. Outstanding balance.....	C779		1053970				M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9	C780		614541				M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:							
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) ..	F230		902				M.6.a.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-C—Continued**Memoranda—Continued**

Dollar Amounts in Thousands				BHCK			
<i>Memorandum items 6.b and 6.c are to be completed by holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2013, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>							
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231				0		M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above	F232				0		M.6.c.
7.-8. Not applicable.							
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	BHDM						
	F577				67694		M.9.

Dollar Amounts in Thousands				(Column A) Consolidated				(Column B) Domestic Offices			
				BHCK				BHDM			
<i>Memorandum items 10 and 11 are to be completed by holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>											
10. Loans measured at fair value:											
a. Loans secured by real estate.....	F608				0						M.10.a.
(1) Construction, land development, and other land loans.....								F578			M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....								F579			M.10.a.(2)
(3) Secured by 1–4 family residential properties:											
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit								F580			M.10.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:											
(i) Secured by first liens.....								F581			M.10.a.(3)(b)(i)
(ii) Secured by junior liens								F582			M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties								F583			M.10.a.(4)
(5) Secured by nonfarm nonresidential properties								F584			M.10.a.(5)
b. Commercial and industrial loans	F585				0			F585			M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):											
(1) Credit cards	F586				0			F586			M.10.c.(1)
(2) Other revolving credit plans	F587				0			F587			M.10.c.(2)
(3) Automobile loans.....	K196				0			K196			M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K208				0			K208			M.10.c.(4)
d. Other loans.....	F589				0			F589			M.10.d.

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate	F609			0				
(1) Construction, land development, and other land loans					F590			0
(2) Secured by farmland (including farm residential and other improvements)					F591			0
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F592			0
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens					F593			0
(ii) Secured by junior liens					F594			0
(4) Secured by multifamily (5 or more) residential properties.....					F595			0
(5) Secured by nonfarm nonresidential properties					F596			0
b. Commercial and industrial loans	F597			0	F597			0
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards	F598			0	F598			0
(2) Other revolving credit plans	F599			0	F599			0
(3) Automobile loans	K195			0	K195			0
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209			0	K209			0
d. Other loans	F601			0	F601			0

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date				(Column B) Gross contractual amounts receivable at acquisition				(Column C) Best estimate at acquisition date of con- tractual cash flows not expected to be collected			
	BHCK				BHCK				BHCK			
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:												
a. Loans secured by real estate	G091			0	G092			0	G093			0
b. Commercial and industrial loans	G094			0	G095			0	G096			0
c. Loans to individuals for household, family, and other personal expenditures	G097			0	G098			0	G099			0
d. All other loans and all leases	G100			0	G101			0	G102			0

Dollar Amounts in Thousands				BHCK			
13. Not applicable							
14. Pledged loans and leases	G378			51407965			

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more in any of the four preceding quarters.

					(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands					BHCM				BHCK				
Assets													
1. U.S. Treasury securities.....					3531			14409	3531			14409	1.
2. U.S. government agency obligations (exclude mortgage-backed securities) ..					3532			124999	3532			124999	2.
3. Securities issued by states and political subdivisions in the U.S.					3533			11013	3533			11013	3.
4. Mortgage-backed securities (MBS):													
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....					BHCK				BHDM				
					G379			0	G379			0	4.a.
b. Other residential mortgage-backed securities issued or guaran- teed by U.S. Government agencies or sponsored agencies ¹ (include CMOs, REMICs, and stripped MBS)					G380			0	G380			0	4.b.
c. All other residential mortgage-backed securities					G381			0	G381			0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ¹					K197			0	K197			0	4.d.
e. All other commercial MBS					K198			0	K198			0	4.e.
5. Other debt securities													
a. Structured financial products:													
(1) Cash.....					G383			0	G383			0	5.a.(1)
(2) Synthetic					G384			0	G384			0	5.a.(2)
(3) Hybrid					G385			0	G385			0	5.a.(3)
b. All other debt securities					G386			72	G386			72	5.b.
6. Loans:													
a. Loans secured by real estate.....					F610			0					6.a.
(1) Construction, land development, and other land loans.....									F604			0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)									F605			0	6.a.(2)
(3) Secured by 1–4 family residential properties:													
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit ...									F606			0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:													
(i) Secured by first liens									F607			0	6.a.(3)(b)(i)
(ii) Secured by junior liens.....									F611			0	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties									F612			0	6.a.(4)
(5) Secured by nonfarm nonresidential properties									F613			0	6.a.(5)
b. Commercial and industrial loans.....					F614			0	F614			0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):													
(1) Credit cards.....					F615			0	F615			0	6.c.(1)
(2) Other revolving credit plans					F616			0	F616			0	6.c.(2)
(3) Automobile loans					K199			0	K199			0	6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)					K210			0	K210			0	6.c.(4)
d. Other loans.....					F618			0	F618			0	6.d.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-D—Continued

Dollar Amounts in Thousands		(Column A) Consolidated				(Column B) Domestic Offices			
		BHCM				BHCK			
7.–8. Not applicable									
9. Other trading assets		3541		0		3541		0	9.
10. Not applicable									
11. Derivatives with a positive fair value		3543		732136		3543		701682	11.
12. Total trading assets (sum of items 1 through 11)		BHCT				BHDM			
(total of Column A must equal Schedule HC, item 5)		3545		882629		3545		852175	12.
Liabilities									
13. a. Liability for short positions:		BHCK				BHDM			
(1) Equity securities		G209		0		G209		0	13.a.(1)
(2) Debt securities		G210		91875		G210		91875	13.a.(2)
(3) All other assets		G211		0		G211		0	13.a.(3)
b. All other trading liabilities		F624		0		F624		0	13.b.
14. Derivatives with a negative fair value		3547		503670		3547		475119	14.
15. Total trading liabilities (sum of items 13.a through 14)		BHCT							
(total of column A must equal Schedule HC, item 15)		3548		595545		3548		566994	15.

Memoranda

Dollar Amounts in Thousands		BHCK				BHDM			
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)									
a. Loans secured by real estate		F790		0					M.1.a.
(1) Construction, land development, and other land loans						F625		0	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)						F626		0	M.1.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit ..						F627		0	M.1.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens						F628		0	M.1.a.(3)(b)(i)
(ii) Secured by junior liens						F629		0	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties						F630		0	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties						F631		0	M.1.a.(5)
b. Commercial and industrial loans		F632		0		F632		0	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards		F633		0		F633		0	M.1.c.(1)
(2) Other revolving credit plans		F634		0		F634		0	M.1.c.(2)
(3) Automobile loans		K200		0		K200		0	M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)		K211		0		K211		0	M.1.c.(4)
d. Other loans		F636		0		F636		0	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:									
a. Fair value		F639		0		F639		0	M.2.a.
b. Unpaid principal balance		F640		0		F640		0	M.2.b.

Schedule HC-D—Continued

Memoranda—Continued

				(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands				BHCK				BHDM				
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):												
a. Trust preferred securities issued by financial institutions.....				G299			0	G299			0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts				G332			0	G332			0	M.3.b.
c. Corporate and similar loans.....				G333			0	G333			0	M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)												
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....				G334			0	G334			0	M.3.d.
f. Diversified (mixed) pools of structured financial products.....				G335			0	G335			0	M.3.e.
g. Other collateral or reference assets				G651			0	G651			0	M.3.f.
				G652			0	G652			0	M.3.g.
4. Pledged trading assets:												
a. Pledged securities.....				G387			14409	G387			14409	M.4.a.
b. Pledged loans				G388			0	G388			0	M.4.b.
Dollar Amounts in Thousands				BHCK								
Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.												
5. Asset-backed securities:												
a. Credit card receivables				F643			0	F643			0	M.5.a.
b. Home equity lines				F644			0	F644			0	M.5.b.
c. Automobile loans				F645			0	F645			0	M.5.c.
d. Other consumer loans.....				F646			0	F646			0	M.5.d.
e. Commercial and industrial loans				F647			0	F647			0	M.5.e.
f. Other.....				F648			0	F648			0	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)				F651			0	F651			0	M.6.
7. Equity securities:												
a. Readily determinable fair values				F652			0	F652			0	M.7.a.
b. Other.....				F653			0	F653			0	M.7.b.
8. Loans pending securitization				F654			0	F654			0	M.8.
9. a. (1) Gross fair value of commodity contracts				G212			94353	G212			94353	M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory				G213			0	G213			0	M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25 percent of item 9 less Memoranda items 9.a.(1) and 9. a. (2)):												
(1)	BHTX F655			F655			0	F655			0	M.9.b.(1)
(2)	BHTX F656			F656			0	F656			0	M.9.b.(2)
(3)	BHTX F657			F657			0	F657			0	M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than \$25,000 and exceed 25 percent of the item)												
a.	BHTX F658			F658			0	F658			0	M.10.a.
b.	BHTX F659			F659			0	F659			0	M.10.b.
c.	BHTX F660			F660			0	F660			0	M.10.c.

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances ²	2210		7360027		1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187		6182899		1.b.
c. Money market deposit accounts and other savings accounts	2389		59743647		1.c.
d. Time deposits of less than \$100,000.....	6648		4301513		1.d.
e. Time deposits of \$100,000 or more	2604		4316191		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances ²	BHOD				
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3189		0		2.a.
c. Money market deposit accounts and other savings accounts	3187		0		2.b.
d. Time deposits of less than \$100,000.....	2389		0		2.c.
e. Time deposits of \$100,000 or more	6648		0		2.d.
	2604		0		2.e.

Memoranda

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243		2600620		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164		2115525		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242		3221975		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		455416		M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).
2. Includes noninterest-bearing demand, time, and savings deposits.

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable ¹	B556		256758		1.
2. Net deferred tax assets ²	2148		7187		2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans	A519		0		3.a.
b. Other financial assets	A520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		411534		4.
5. Life insurance assets:					
a. General account life insurance assets	K201		59479		5.a.
b. Separate account life insurance assets	K202		253243		5.b.
c. Hybrid account life insurance assets	K270		0		5.c.
6. Other.....	2168		1714749		6.
	BHCT				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		2702950		7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands		BHCK			
1. Not applicable					
2. Net deferred tax liabilities ¹	3049		82289		2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557		161624		3.
4. Other	B984		1534161		4.
	BHCT				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750		1778074		5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands		BHCK			
1. Earning assets that are repriceable within one year or mature within one year	3197		48530725		1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet	3296		5236358		2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298		1800000		3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408		0		4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409		0		5.

1. Holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the holding company's assets in foreign countries and 10 percent of the holding company's total consolidated assets as of the report date.

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

Schedule HC-I must be completed by all top-tier holding companies. (See instructions for additional information.)

I. Property and Casualty Underwriting

Dollar Amounts in Thousands		BHCK				
Assets						
1. Reinsurance recoverables.....	B988				0	1.
2. Total assets.....	C244				0	2.
Liabilities						
3. Claims and claims adjustment expense reserves	B990				0	3.
4. Unearned premiums	B991				0	4.
5. Total equity.....	C245				0	5.
6. Net income	C246				0	6.

II. Life and Health Underwriting

	BHCK					
Assets						
1. Reinsurance recoverables.....	C247				0	1.
2. Separate account assets.....	B992				0	2.
3. Total assets.....	C248				0	3.
Liabilities						
4. Policyholder benefits and contractholder funds	B994				0	4.
5. Separate account liabilities.....	B996				0	5.
6. Total equity.....	C249				0	6.
7. Net income	C250				0	7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
Assets					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B558		773812		1.a.
b. Mortgage-backed securities	B559		17738720		1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	B560		4236761		1.c.
2. Federal funds sold and securities purchased under agreements to resell	3365		105595		2.
	BHDM				
3. a. Total loans and leases in domestic offices	3516		71935581		3.a.
(1) Loans secured by 1–4 family residential properties	3465		31191275		3.a.(1)
(2) All other loans secured by real estate	3466		15279544		3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386		306249		3.a.(3)
(4) Commercial and industrial loans	3387		17513831		3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	B561		0		3.a.(5)(a)
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards)	B562		305384		3.a.(5)(b)
	BHFN				
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs	3360		1481290		3.b.
	BHCK				
4. a. Trading assets	3401		1272615		4.a.
b. Other earning assets	B985		3071311		4.b.
5. Total consolidated assets	3368		110008245		5.
Liabilities					
6. Interest-bearing deposits (domestic) ¹	3517		53844215		6.
7. Interest-bearing deposits (foreign) ¹	3404		624051		7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353		241208		8.
9. All other borrowed money	2635		7697126		9.
10. Not applicable					
Equity Capital					
11. Total equity capital (excludes limited-life preferred stock)	3519		14968798		11.

1. Includes interest-bearing demand deposits.

C.I. _____

Schedule HC-L—Derivatives and Off-Balance-Sheet Items**(Report only transactions with nonrelated institutions)**

Dollar Amounts in Thousands

Dollar Amounts in Thousands				BHCK				
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):								
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines) ..				3814			2666097	1.a.
b. (1) Unused consumer credit card lines				J455			0	1.b.(1)
(2) Other unused credit card lines				J456			0	1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))				3816			1837148	1.c.(1)
(a) 1–4 family residential construction loan commitments				F164			131821	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments				F165			1705327	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate				6550			587339	1.c.(2)
d. Securities underwriting				3817			0	1.d.
e. Other unused commitments:								
(1) Commercial and industrial loans				J457			15260640	1.e.(1)
(2) Loans to financial institutions				J458			3937184	1.e.(2)
(3) All other unused commitments				J459			2455456	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees				6566			17126904	2.
Item 2.a is to be completed by holding companies with \$1 billion or more in total assets. ¹								
a. Amount of financial standby letters of credit conveyed to others				3820			769416	2.a.
3. Performance standby letters of credit and foreign office guarantees				6570			657940	3.
Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. ¹								
a. Amount of performance standby letters of credit conveyed to others				3822			100737	3.a.
4. Commercial and similar letters of credit				3411			64310	4.
5. Not applicable								
6. Securities lent				3433			0	6.

(Column A) Sold Protection				(Column B) Purchased Protection				
BHCK				BHCK				
C968			0	C969			10000	7.a.(1)
C970			0	C971			0	7.a.(2)
C972			0	C973			0	7.a.(3)
C974			0	C975			0	7.a.(4)
C219			0	C221			0	7.b.(1)
C220			0	C222			1018	7.b.(2)

7. Credit derivatives:				BHCK				
a. Notional amounts:								
(1) Credit default swaps				G401			0	7.c.(1)(a)
(2) Total return swaps				G402			0	7.c.(1)(b)
(3) Credit options								
(4) Other credit derivatives				G403			0	7.c.(2)(a)
b. Gross fair values:								
(1) Gross positive fair value				G404			10000	7.c.(2)(b)
(2) Gross negative fair value				G405			0	7.c.(2)(c)
c. Notional amounts by regulatory capital treatment:								
(1) Positions covered under the Market Risk Rule:								
(a) Sold protection								
(b) Purchased protection								
(2) All other positions:								
(a) Sold protection								
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes								
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes								

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HC-L—Continued

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands				Remaining Maturity of:											
				(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years			
				BHCK				BHCK				BHCK			
7. d. Notional amounts by remaining maturity:															
(1) Sold credit protection:															
(a) Investment grade				G406			0	G407			0	G408			0
(b) Subinvestment grade				G409			0	G410			0	G411			0
(2) Purchased credit protection:															
(a) Investment grade				G412			0	G413			0	G414			0
(b) Subinvestment grade				G415			0	G416			10000	G417			0
8. Spot foreign exchange contracts															
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25 percent of Schedule HC, item 27.a)															
a. Securities borrowed															
b. Commitments to purchase when-issued securities															
c. Commitments to sell when-issued securities															
d. TEXT 6561															
e. TEXT 6562															
f. TEXT 6568															
g. TEXT 6586															
10. Not applicable															

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts			
Derivatives Position Indicators																
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):																
a. Futures contracts.....	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696			
	3708000				0				0				0			
b. Forward contracts	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700			
	96378				3642367				0				0			
c. Exchange-traded option contracts:																
(1) Written options	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704			
	0				0				0				0			
(2) Purchased options ..	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708			
	0				0				0				0			
d. Over-the-counter option contracts:																
(1) Written options	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712			
	1226392				793659				1954291				1328606			
(2) Purchased options ..	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716			
	1317007				793659				1954291				1328571			
e. Swaps	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720			
	50051852				291083				47597				2610912			
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724			
	46106002				5520768				3908582				5268089			
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728			
	10293627				0				47597				0			
14. Gross fair values of derivative contracts:																
a. Contracts held for trading:																
(1) Gross positive fair value	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736			
	792632				92000				264425				94353			
(2) Gross negative fair value	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740			
	650907				53067				262996				81466			
b. Contracts held for purposes other than trading:																
(1) Gross positive fair value	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744			
	7001				0				0				0			
(2) Gross negative fair value	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748			
	33885				0				2850				0			

Schedule HC-L—ContinuedItem 15 is to be completed only by holding companies with total assets of \$10 billion or more.¹

	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the-counter derivatives:																				
a. Net current credit exposure	G418		240042		G419			0	G420			0	G421			0	G422		639160	15.a.
b. Fair value of collateral:																				
(1) Cash—U.S. dollar	G423		160374		G424			0	G425			0	G426			0	G427		20126	15.b.(1)
(2) Cash—Other currencies	G428		0		G429			0	G430			0	G431			0	G432		0	15.b.(2)
(3) U.S. Treasury securities	G433		5690		G434			0	G435			0	G436			0	G437		0	15.b.(3)
(4) U.S. government agency and U.S. government-sponsored agency debt securities	G438		51488		G439			0	G440			0	G441			0	G442		0	15.b.(4)
(5) Corporate bonds	G443		0		G444			0	G445			0	G446			0	G447		0	15.b.(5)
(6) Equity securities	G448		0		G449			0	G450			0	G451			0	G452		0	15.b.(6)
(7) All other collateral	G453		0		G454			0	G455			0	G456			0	G457		0	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)) ...	G458		217552		G459			0	G460			0	G461			0	G462		20126	15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of holding company common shares outstanding	Number (Unrounded)				
	3459		136330831		1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries		6555		3874064	2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries		6556		5170095	3.
4. Other assets acquired in satisfaction of debts previously contracted		6557		1692	4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC		A288		0	5.
6. Assets covered by loss-sharing agreements with the FDIC:					
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):					
(1) Loans secured by real estate in domestic offices:					
(a) Construction, land development, and other land loans:		BHDM			
(1) 1–4 family residential construction loans		K169		4407	6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans		K170		19139	6.a.(1)(a)(2)
(b) Secured by farmland		K171		3616	6.a.(1)(b)
(c) Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit		K172		8042	6.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens		K173		22347	6.a.(1)(c)(2)(a)
(b) Secured by junior liens		K174		2504	6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties		K175		21105	6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties		K176		23040	6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties		K177		50307	6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers		BHCK			
(3) Commercial and industrial loans		K178		1452	6.a.(2)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):		K179		5373	6.a.(3)
(a) Credit cards		K180		0	6.a.(4)(a)
(b) Automobile loans		K181		0	6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)		K182		882	6.a.(4)(c)
(5) All other loans and leases		K183		3146	6.a.(5)
<i>Itemize and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</i>					
(a) Loans to depository institutions and acceptances of other banks		K184		0	6.a.(5)(a)
(b) Loans to foreign governments and official institutions		K185		0	6.a.(5)(b)
(c) Other loans ¹		K186		0	6.a.(5)(c)
(d) Lease financing receivables		K273		0	6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):		BHDM			
(1) Construction, land development, and other land in domestic offices		K187		4426	6.b.(1)
(2) Farmland in domestic offices		K188		535	6.b.(2)
(3) 1–4 family residential properties in domestic offices		K189		887	6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices		K190		0	6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices		K191		7060	6.b.(5)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-M—Continued

The following two questions (items 17 and 18) will be used to determine if the reporting holding company must complete the Consolidated Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for Yes; enter "0" for No.)
- | | | |
|-------|------|---|
| 0=No | BHCK | |
| 1=Yes | C161 | 1 |
- 17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for Yes; enter "0" for No.).....
- | | | |
|-------|------|---|
| 0=No | BHCK | |
| 1=Yes | C159 | 0 |
- 18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all holding companies that are not required to file the FR Y-12.

19. a. Has the holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for Yes; enter "0" for No.).....
- | | | |
|-------|------|---|
| 0=No | BHCK | |
| 1=Yes | C700 | 1 |
- 19.a.
- b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for Yes; enter "0" for No.)
- | | | |
|-------|------|---|
| 0=No | | |
| 1=Yes | C701 | 0 |
- 19.b.

Dollar Amounts in Thousands

Memoranda items 20 and 21 are to be completed only by holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:
- | | | | | |
|--|------|--|--|---|
| | BHCK | | | |
| a. Net assets | C252 | | | 0 |
| b. Balances due from related institutions: | | | | |
| (1) Due from the holding company (parent company only), gross | 4832 | | | |
| (2) Due from subsidiary banks of the holding company, gross | 4833 | | | |
| (3) Due from nonbank subsidiaries of the holding company, gross | 4834 | | | |
| c. Balances due to related institutions: | | | | |
| (1) Due to holding company (parent company only), gross | 5041 | | | |
| (2) Due to subsidiary banks of the holding company, gross | 5043 | | | |
| (3) Due to nonbank subsidiaries of the holding company, gross | 5045 | | | |
| d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors | 5047 | | | |
- 20.a.
- 20.b.(1)
- 20.b.(2)
- 20.b.(3)
- 20.c.(1)
- 20.c.(2)
- 20.c.(3)
- 20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B))¹
- | | | | | |
|--|------|--|--|---|
| | C253 | | | 0 |
|--|------|--|--|---|
- 21.

1. A savings and loan holding company that wishes to engage in financial holding company activities must have an effective election to be treated as a financial holding company or conducts activities under section 10(c)(2)(H)(i) of the HOLA (12 U.S.C. 1467a(c)(2)(H)(i)).

Schedule HC-M—Continued

Memoranda item 22 is to be completed by holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

WWW.UNIONBANK.COM/IMAGES/SEC10K-031014.PDF

TEXT
C497

http://

22.

Dollar Amounts in Thousands

Memoranda items 23 and 24 are to be completed by all holding companies.

23. Secured liabilities:

a. Amount of "Federal funds purchased in domestic offices" that are secured
(included in Schedule HC, item 14.a)

F064

0

23.a.

b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d).....

F065

814412

23.b.

24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:

a. Senior perpetual preferred stock or similar items

G234

0

24.a.

b. Warrants to purchase common stock or similar items

G235

0

24.b.

C.I. _____

**Schedule HC-N—Past Due and Nonaccrual Loans,
Leases, and Other Assets**

Dollar Amounts in Thousands				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
				BHCK				BHCK				BHCK			
1. Loans secured by real estate:															
a. Construction, land development, and other land loans in domestic offices:															
(1) 1–4 family residential construction loans ..				F172			180	F174			6263	F176			0
(2) Other construction loans and all land development and other land loans				F173			4117	F175			19661	F177			0
b. Secured by farmland in domestic offices.....				3493			0	3494			113	3495			0
c. Secured by 1–4 family residential properties in domestic offices:															
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit				5398			13091	5399			2117	5400			51373
(2) Closed-end loans secured by 1–4 family residential properties:															
(a) Secured by first liens				C236			101435	C237			9424	C229			239411
(b) Secured by junior liens				C238			907	C239			2089	C230			2055
d. Secured by multifamily (5 or more) residential properties in domestic offices.....															
e. Secured by nonfarm nonresidential properties in domestic offices:															
(1) Loans secured by owner-occupied nonfarm non-residential properties				F178			9491	F180			7383	F182			9707
(2) Loans secured by other nonfarm nonresidential properties				F179			33685	F181			11298	F183			18583
f. In foreign offices				B572			0	B573			0	B574			0
2. Loans to depository institutions and acceptances of other banks:															
a. U.S. banks and other U.S. depository institutions															
b. Foreign banks				5377			0	5378			0	5379			0
				5380			0	5381			0	5382			0
3. Loans to finance agricultural production and other loans to farmers															
				1594			0	1597			0	1583			10994
4. Commercial and industrial loans															
				1606			14887	1607			4645	1608			63628
5. Loans to individuals for household, family, and other personal expenditures:															
a. Credit cards				B575			0	B576			0	B577			0
b. Automobile loans				K213			11	K214			0	K215			0
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ..															
				K216			1947	K217			513	K218			486
6. Loans to foreign governments and official institutions															
				5389			0	5390			0	5391			0
7. All other loans															
				5459			74753	5460			0	5461			2791
8. Lease financing receivables:															
a. Leases to individuals for household, family, and other personal expenditures															
				F166			0	F167			0	F168			0
b. All other leases				F169			0	F170			0	F171			0

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		1696		3506		0		3507		0		9.
10. TOTAL (sum of items 1 through 9)	5524		287298		5525		67342		5526		404674		10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)	K036		1014		K037		1567		K038		1499		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039		425		K040		1366		K041		1232		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above ...	K042		0		K043		0		K044		0		11.b.
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate in domestic offices:													
(1) Construction, land development, and other land loans:													
(a) 1–4 family residential construction loans	BHDM				BHDM				BHDM				
	K045		0		K046		4382		K047		0		12.a.(1)(a)
(b) Other construction loans and all land development and other land loans	K048		0		K049		19137		K050		0		12.a.(1)(b)
(2) Secured by farmland.....	K051		0		K052		113		K053		0		12.a.(2)
(3) Secured by 1–4 family residential properties:													
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	K054		0		K055		0		K056		8041		12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:													
(1) Secured by first liens	K057		358		K058		1772		K059		0		12.a.(3)(b)(1)
(2) Secured by junior liens.....	K060		68		K061		291		K062		194		12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties	K063		184		K064		3305		K065		0		12.a.(4)
(5) Secured by nonfarm nonresidential properties:													
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066		557		K067		6055		K068		15		12.a.(5)(a)
(b) Loans secured by other non-farm nonresidential properties.....	K069		1729		K070		8053		K071		0		12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers	BHCK				BHCK				BHCK				
	K072		0		K073		0		K074		1394		12.b.
c. Commercial and industrial loans	K075		8		K076		488		K077		111		12.c.

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
12.d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):													
(1) Credit cards	K078			0	K079			0	K080			0	12.d.(1)
(2) Automobile loans	K081			0	K082			0	K083			0	12.d.(2)
(3) Other consumer loans	K084			0	K085			28	K086			486	12.d.(3)
e. All other loans and leases	K087			2	K088			0	K089			2714	12.e.
<i>Itemize and describe the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>													
(1) Loans to depository institutions and acceptances of other banks	K091			0	K092			0	K093			0	12.e.(1)
(2) Loans to foreign governments and official institutions.....	K095			0	K096			0	K097			0	12.e.(2)
(3) Other loans ¹	K099			0	K100			0	K101			0	12.e.(3)
(4) Lease financing receivables.....	K269			0	K271			0	K272			0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss- sharing agreements.....	K102			2325	K103			34899	K104			10365	12.f.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Memoranda

Dollar Amounts in Thousands	BHDM				BHDM				BHDM				
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans ..	K105			0	K106			0	K107			0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K108			0	K109			0	K110			0	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	BHCK				BHCK				BHCK				
	F661			4897	F662			0	F663			152348	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM				BHDM				BHDM				
	K111			0	K112			0	K113			0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114			0	K115			0	K116			1915	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117			8207	K118			0	K119			487	M.1.d.(2)

Schedule HC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
1. e. Commercial and industrial loans:												
(1) To U.S. addressees (domicile).....	K120		144		K121		46		K122		28042	M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K123		0		K124		0		K125		0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	K126		0		K127		0		K128		8884	M.1.f.
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>												
(1) Loans secured by farmland in domestic offices	BHDM		0		BHDM		0		BHDM		0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCK		0		BHCK		0		BHCK		0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers	K138		0		K139		0		K140		0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:												
(a) Credit cards	K274		0		K275		0		K276		0	M.1.f.(4)(a)
(b) Automobile loan	K277		0		K278		0		K279		0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards	K280		0		K281		0		K282		0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	K283		0		K284		0		K285		0	M.1.f.(5)
(6) Other loans ¹	K286		0		K287		0		K288		0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558		0		6559		0		6560		729	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508		56		1912		0		1913		0	M.3.
4. Not applicable												
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)												
a. Loans and leases held for sale	C240		0		C241		0		C226		2031	M.5.a.
b. Loans measured at fair value:												
(1) Fair value	F664		0		F665		0		F666		0	M.5.b.(1)
(2) Unpaid principal balance	F667		0		F668		0		F669		0	M.5.b.(2)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-N—Continued**Memoranda—Continued**

Item 6 is to be reported only by holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance-sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days				(Column B) Past due 90 days or more			
	BHCK				BHCK			
6. Derivative contracts:								
Fair value of amounts carried as assets	3529			0	3530			0

M.6.

Dollar Amounts in Thousands				BHCK			
7. Additions to nonaccrual assets during the quarter	C410					87128	M.7.
8. Nonaccrual assets sold during the quarter	C411					1432	M.8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):												
a. Outstanding balance	L183			64235	L184			183941	L185			63637
b. Carrying amount included in Schedule HC-N, items 1 through 7, above	L186			42902	L187			65094	L188			52

M.9.a.

M.9.b.

Schedule HC-P—1–4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all holding companies with \$1 billion or more in total assets¹ and (2) holding companies with less than \$1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale: ²					
a. Closed-end first liens	F066		144858		1.a.
b. Closed-end junior liens	F067		0		1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F670		0		1.c.(1)
(2) Principal amount funded under the lines of credit	F671		0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale: ²	BHCK				
a. Closed-end first liens	F068		0		2.a.
b. Closed-end junior liens	F069		0		2.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F672		0		2.c.(1)
(2) Principal amount funded under the lines of credit	F673		0		2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:	BHCK				
a. Closed-end first liens	F070		144667		3.a.
b. Closed-end junior liens	F071		0		3.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F674		0		3.c.(1)
(2) Principal amount funded under the lines of credit	F675		0		3.c.(2)
4. 1–4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):	BHCK				
a. Closed-end first liens	F072		50039		4.a.
b. Closed-end junior liens	F073		0		4.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F676		0		4.c.(1)
(2) Principal amount funded under the lines of credit	F677		0		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i):	BHCK				
a. Closed-end 1–4 family residential mortgage loans	F184		1633		5.a.
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	F560		0		5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:					
a. Closed-end first liens	F678		399		6.a.
b. Closed-end junior liens	F679		0		6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	F680		0		6.c.(1)
(2) Principal amount funded under the lines of credit	F681		0		6.c.(2)
7. Representation and warranty reserves for 1–4 family residential mortgage loans sold:					
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	BHCK				
b. For representations and warranties made to other parties	L191				7.a.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	L192				7.b.
	M288		1224		7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

2. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule HC-Q is to be completed by all holding companies.

Dollar Amounts in Thousands										(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
										BHCY	BHCK	BHCK	BHCK	BHCK
Assets														
1. Available-for-sale securities	1773	14064396	G474	0	G475	12505	G476	12170667	G477	1881224				1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK		G478	0	G479	0	G480	0	G481	0	G482	0		2.
3. Loans and leases held for sale	G483	0	G484	0	G485	0	G486	0	G487	0				3.
4. Loans and leases held for investment	G488	0	G489	0	G490	0	G491	0	G492	0				4.
5. Trading assets:	BHCT													
a. Derivative assets	3543	732136	G493	511974	G494	1277	G495	966072	G496	276761				5.a.
b. Other trading assets	BHCK		G497	150493	G498	0	G499	0	G500	150493	G501	0		5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)														
	F240	0	F684	0	F692	0	F241	0	F242	0				5.b.(1)
6. All other assets	G391	1261	G392	5733	G395	0	G396	5762	G804	1232				6.
7. Total assets measured at fair value on a recurring basis	G502	14948286	G503	517707	G504	13782	G505	13292994	G506	2159217				7.
Liabilities														
8. Deposits	F252	0	F686	0	F694	0	F253	0	F254	0				8.
9. Federal funds purchased and securities sold under agreements to repurchase	G507	0	G508	0	G509	0	G510	0	G511	0				9.
10. Trading liabilities:	BHCT													
a. Derivative liabilities	3547	503670	G512	545340	G513	696	G514	779168	G515	269146				10.a.
b. Other trading liabilities	G516	91875	G517	0	G518	0	G519	91875	G520	0				10.b.
11. Other borrowed money	G521	0	G522	0	G523	0	G524	0	G525	0				11.
12. Subordinated notes and debentures	G526	0	G527	0	G528	0	G529	0	G530	0				12.
13. All other liabilities	G805	110043	G806	30846	G807	0	G808	34862	G809	106027				13.
14. Total liabilities measured at fair value on a recurring basis	G531	705588	G532	576186	G533	696	G534	905905	G535	375173				14.

Schedule HC-Q—Continued

Memoranda

				(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
Dollar Amounts in Thousands				BHCK				BHCK				BHCK				BHCK				BHCK				
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25 percent of item 6):																								
a. Mortgage servicing assets.....				G536			0	G537			0	G538			0	G539			0	G540			0	M.1.a.
b. Nontrading derivative assets.....				G541			1261	G542			5733	G543			0	G544			5762	G545			1232	M.1.b.
c. <div>BHTX G546</div>				G546			0	G547			0	G548			0	G549			0	G550			0	M.1.c.
d. <div>BHTX G551</div>				G551			0	G552			0	G553			0	G554			0	G555			0	M.1.d.
e. <div>BHTX G556</div>				G556			0	G557			0	G558			0	G559			0	G560			0	M.1.e.
f. <div>BHTX G561</div>				G561			0	G562			0	G563			0	G564			0	G565			0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25 percent of item 13):																								
a. Loan commitments (not accounted for as derivatives).....				F261			0	F689			0	F697			0	F262			0	F263			0	M.2.a.
b. Nontrading derivative liabilities				G566			6907	G567			30846	G568			0	G569			34862	G570			2891	M.2.b.
c. <div>BHTX G571</div> FDIC INDEMNIFICATION LIABILITY				G571			103136	G572			0	G573			0	G574			0	G575			103136	M.2.c.
d. <div>BHTX G576</div>				G576			0	G577			0	G578			0	G579			0	G580			0	M.2.d.
e. <div>BHTX G581</div>				G581			0	G582			0	G583			0	G584			0	G585			0	M.2.e.
f. <div>BHTX G586</div>				G586			0	G587			0	G588			0	G589			0	G590			0	M.2.f.

Schedule HC-R—Regulatory Capital

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C.I. _____

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1378434

Part I.A. Regulatory Capital Components and Ratios

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

Tier 1 Capital

1. Total bank holding company equity capital (from Schedule HC, item 27.a)	BHCK				1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK				2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221				3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value)	4336				4.
5. LESS: Nonqualifying perpetual preferred stock	B588				5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214				6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) ²	G215				6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216				6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590				7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (If a net gain, report as a positive value; If a net loss, report as a negative value.)	F264				7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227				8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591				9.a.
b. LESS: Disallowed deferred tax assets	5610				9.b.
10. Other additions to (deductions from) Tier 1 capital	B592				10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274				11.

Tier 2 Capital

12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements ² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217				12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218				13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310				14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221				15.
16. Other Tier 2 capital components	B594				16.
17. Tier 2 capital (sum of items 12 through 16)	5311				17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275				18.
19. Not applicable					
20. LESS: Deductions for total risk-based capital	B595				20.
21. Total risk-based capital (sum of items 11 and 18, less item 20)	3792				21.

Total Assets for Leverage Ratio

22. Average total assets (from Schedule HC-K, item 5)	3368				22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590				23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591				24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610				25.
26. LESS: Other deductions from assets for leverage capital purposes	B596				26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224				27.
28.-30. Not applicable					

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income (AOCI)."

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.

Schedule HC-R—Continued**Part I.A.—Continued**

	BHCK	Percentage	
Capital Ratios			
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204		31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205		33.

Part I.B. Regulatory Capital Components and Ratios

Advanced approaches holding companies (except savings and loan holding companies (SLHCs)) must complete this Schedule HC-R, Part I.B, starting on March 31, 2014. Starting on March 31, 2015, all other holding companies must complete Part I.B.

On that date, Schedule HC-R, Part I.A, will be removed and Part I.B will be designated Part I.

Part I.B. is to be submitted on a consolidated basis.

	Dollar Amounts in Thousands	BHCA				
Common Equity Tier 1 Capital						
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	P742		7359312			1.
	BHCT					
2. Retained earnings	3247		8190502			2.
	BHCA					
3. Accumulated other comprehensive income (AOCI)	B530		-111308			3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.)		0=No	BHCA			
(Advanced approaches institutions must enter "0" for No.)		1=Yes	P838		0	3.a.
	BHCA					
4. Common equity tier 1 minority interest includable in common equity tier 1 capital	P839		0			4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)	P840		15438506			5.
Common Equity Tier 1 Capital: Adjustments and Deductions						
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)	P841		3227310			6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	P842		29720			7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs	P843		0			8.
9. AOCI-related adjustments (items 9.a. through 9.e. are effective January 1, 2015) (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):						
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value)						9.a.
b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value)						9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value)						9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value)						9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value)						9.e.
f. To be completed only by holding companies that entered "0" for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value)	P849		-7969			9.f.

Schedule HC-R—Continued

Part I.B.—Continued

Dollar Amounts in Thousands

	BHCA				
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:					
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value).....	Q258			767	10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions	P850			0	10.b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments	P851			0	11.
12. Subtotal (item 5 minus items 6 through 11)	P852			12188678	12.
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	P853			0	13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	P854			0	14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P855			0	15.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold	P856			0	16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions.....	P857			0	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858			0	18.
19. Common equity tier 1 capital (item 12 minus item 18)	P859			12188678	19.
Additional Tier 1 Capital					
20. Additional tier 1 capital instruments plus related surplus	P860			0	20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	P861			33130	21.
22. Tier 1 minority interest not included in common equity tier 1 capital	P862			0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	P863			33130	23.
24. LESS: Additional tier 1 capital deductions	P864			3068	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	P865			30062	25.
Tier 1 Capital					
26. Tier 1 capital (sum of items 19 and 25)	8274			12218740	26.
Tier 2 Capital					
27. Tier 2 capital instruments plus related surplus	P866			300000	27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital	P867			33130	28.
29. Total capital minority interest that is not included in tier 1 capital	P868			807430	29.
30. a. Allowance for loan and lease losses includable in tier 2 capital	5310			690195	30.a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital	BHCW				
	5310				30.b.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital	BHCA				
	Q257			799	31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31)	P870			1831554	32.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31)	BHCW				
	P870				32.b.
	BHCA				
33. LESS: Tier 2 capital deductions	P872			0	33.

Schedule HC-R—Continued

Part I.B.—Continued

Dollar Amounts in Thousands		BHCA			
34. a. Tier 2 capital (greater of item 32.a minus item 33, or zero)	5311		1831554		34.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero)	BHCW				
	5311				34.b.
Total Capital					
	BHCA				
35. a. Total capital (sum of items 26 and 34.a)	3792		14050294		35.a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b)	BHCW				
	3792				35.b.
Total Assets for the Leverage Ratio					
	BHCX				
36. Average total consolidated assets	3368		110008245		36.
37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions) ...	BHCA				
	P875		3260098		37.
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes	B596		-125592		38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38)	A224		106873739		39.
Total Risk-Weighted Assets					
40. a. Total risk-weighted assets (from Schedule HC-R, Part II item 62)	A223		96239445		40.a.
b. (Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60)	BHCW				
	A223				40.b.

		Column A		Column B	
		BHCA	Percentage	BHCW	Percentage
Risk-Based Capital Ratios					
41. Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19 divided by item 40.b).....	P793		12.66	P793	
42. Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 40.b)....	7206		12.70	7206	
43. Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 35.b divided by item 40.b)...	7205		14.60	7205	

		BHCA	Percentage
Leverage Capital Ratios			
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204		0.11
45. Advanced approaches holding companies only: Supplementary leverage ratio (from FFIEC 101 Schedule A, item 98) (effective January 1, 2015).....			--'--

		BHCA	Percentage
Capital Buffer			
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments (effective January 1, 2016):			
a. Capital conservation buffer			--'--
b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer.....			--'--

Dollar Amounts in Thousands		BHCA			
Effective January 1, 2016: Institutions must complete items 47 and 48 if the amount in item 46.a (or the lower of 46.a or 46.b for an advanced approaches holding company that has exited parallel run) is less than or equal to the applicable minimum capital conservation buffer:					
47. Eligible retained income					47.
48. Distributions and discretionary bonus payments during the quarter					48.

Schedule HC-R—Continued

Part II—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹			(Column C)			(Column D)			(Column E)			(Column F)			
	Allocation by Risk-Weight Category																			
	0%				20%			50%			100%									
Derivatives and Off-Balance-Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9			
44. Financial standby letters of credit.....	17126904			1.00 or 12.5 ²	17126904			208716			3374410			0			13543778			44.
	BHCT 6570																			
45. Performance standby letters of credit.....	657940			.50	328970			2434			83218			0			243318			45.
	BHCT 3411																			
46. Commercial and similar letters of credit....	64310			.20	12862			38			82			0			12742			46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429																			
	39			1.00	39			0			0						39			47.
	BHCT 3433																			
48. Securities lent.....	0			1.00	0			0			0			0			0			48.
49. Retained recourse on small business obligations sold with recourse	BHCT A250																			
	0			1.00	0			0			0			0			0			49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement																				
	BHCK B541																			
	49			12.5 ³	613												613			50.
	BHCK B675																			
51. All other financial assets sold with recourse..	0			1.00	0			0			0			0			0			51.
	BHCK B681																			
52. All other off-balance-sheet liabilities.....	210692			1.00	210692			0			0			0			210692			52.
53. Unused commitments:																				
a. With an original maturity exceeding one year.....	BHCK 6572																			
	21707029			.50	10853515			0			5806			0			10847709			53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits.....																				
	BHCK G591																			
	0			.10	0			0			0			0			0			53.b.
54. Derivative contracts					BHCE A167															
					1381902			0			458638			923264						54.

1. Column A multiplied by credit conversion factor.

2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an-institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-specific factor.

Schedule HC-R—Continued

Part II—Continued

				(Column C)	(Column D)	(Column E)	(Column F)				
				Allocation by Risk-Weight Category							
				0%		20%		50%		100%	
Dollar Amounts in Thousands											
Totals											
55. Total assets, derivatives, and off-balance-sheet items by risk-weight category (for each column, sum of items 43 through 54)				BHCK B696	BHCK B697	BHCK B698	BHCK B699				
				9834558	20932371	30574468	76625235	55.			
56. Risk-weight factor				✕ 0%	✕ 20%	✕ 50%	✕ 100%	56.			
				BHCK B700	BHCK B701	BHCK B702	BHCK B703				
57. Risk-weighted assets by risk-weight category (for each column, item 55 multiplied by item 56)				0	4186474	15287234	76625235	57.			
58. Market risk equivalent assets							BHCK 1651				
							140502	58.			
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)							BHCK B704				
							96239445	59.			
60. LESS: Excess allowance for loan and lease losses							BHCK A222				
							0	60.			
61. LESS: Allocated transfer risk reserve							BHCK 3128				
				0	61.						
62. Total risk-weighted assets (item 59 minus items 60 and 61)				BHCK A223							
				96239445	62.						

Schedule HC-R—Continued

Part II—Continued

Memoranda

Dollar Amounts in Thousands										BHCK															
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards										8764		877358	M.1.												
										With a remaining maturity of															
										(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years							
Dollar Amounts in Thousands										BHCK					BHCK					BHCK					
2. Notional principal amounts of derivative contracts: ¹																									
a. Interest rate contracts										3809		3014733			8766		14966475			8767		16798612			M.2.a.
b. Foreign exchange contracts										3812		3349647			8769		972351			8770		110000			M.2.b.
c. Gold contracts										8771		0			8772		0			8773		0			M.2.c.
d. Other precious metals contracts										8774		0			8775		0			8776		0			M.2.d.
e. Other commodity contracts										8777		1324069			8778		2428510			8779		0			M.2.e.
f. Equity derivative contracts										A000		231716			A001		1381837			A002		60622			M.2.f.
g. Credit derivative contracts:																									
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:																									
(1) Investment grade										G597		0			G598		0			G599		0			M.2.g.(1)
(2) Subinvestment grade										G600		0			G601		0			G602		0			M.2.g.(2)
										Dollar Amounts in Thousands										BHCK					
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:																									
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)										5479											0		M.3.a.		
b. Not applicable.																									
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b)										C498											0		M.3.c.		
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)										A507											0		M.3.d.		
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)										2771											0		M.4.		
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):																									
a. In the form of perpetual preferred stock										5483											0		M.5.a.		
b. In the form of common stock										5484											0		M.5.b.		

1. Exclude foreign exchange contracts with an original maturity of 14 days or less and all future contracts.

Schedule HC-R—Continued**Part II—Continued****Memoranda—Continued**

	Dollar Amounts in Thousands			
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, Part II, item 58)	BHCK			
7. Not applicable	F031		2087	M.6.
8. Restricted core capital elements included in Tier 1 capital:				
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219		0	M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220		0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990		0	M.8.c.
d. Qualifying trust preferred securities ² (included in Schedule HC, item 19.b)	C502		66259	M.8.d.
9. Goodwill net of any associated deferred tax liability	G221		3227310	M.9.
	BHCK	Percentage		
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	G222		0.54	M.10.

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

C.I. _____

RSSD ID:

1378434

Schedule HC-S—Servicing, Securitization, and Asset Sale Activities

							C000
Dollar Amounts in Thousands							
	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Securitization Activities							
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....	BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711
	0	0	0	0	0	0	0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)	BHCK B712	BHCK B713	BHCK B714	BHCK B715	BHCK B716	BHCK B717	BHCK B718
	0	0	0	0	0	0	0
b. Subordinated securities and other residual interests.....	BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399
	0	0	0	0	0	0	0
c. Standby letters of credit and other enhancements.....	BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406
	0	0	0	0	0	0	0
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCK B726	BHCK B727	BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732
	0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:	BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739
a. 30-89 days past due	0	0	0	0	0	0	0
	BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746
b. 90 days or more past due	0	0	0	0	0	0	0
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs.....	BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753
	0	0	0	0	0	0	0
	BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760
b. Recoveries	0	0	0	0	0	0	0

Schedule HC-S—Continued

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	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761	BHCK B762			BHCK B763		6.a.
		0	0			0		
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502		6.b.
		0	0			0		
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due.....		BHCK B764	BHCK B765			BHCK B766		7.a.
		0	0			0		
b. 90 days or more past due.....		BHCK B767	BHCK B768			BHCK B769		7.b.
		0	0			0		
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770	BHCK B771			BHCK B772		8.a.
		0	0			0		
b. Recoveries.....		BHCK B773	BHCK B774			BHCK B775		8.b.
		0	0			0		
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements								
	BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782	
	0	0	0	0	0	0	915383	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures								
	BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789	
	0	0	0	0	0	0	0	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized								
	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796	
	0	0	0	0	0	0	0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11								
	BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803	
	0	0	0	0	0	0	0	12.

Schedule HC-S—Continued**Memoranda**

Dollar Amounts in Thousands				BHCK			
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:							
a. Outstanding principal balance.....	A249		0				M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250		0				M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):							
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804		0				M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805		581408				M.2.b.
c. Other financial assets ¹	A591		116138				M.2.c.
d. 1–4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	F699		1				M.2.d.
3. Asset-backed commercial paper conduits:							
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:							
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	B806		0				M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807		0				M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:							
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	B808		0				M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809		0				M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407		0				M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

2. Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities

	(Column A) Securitization Vehicles				(Column B) ABCP Conduits				(Column C) Other VIEs				
	BHCK				BHCK				BHCK				
Dollar Amounts in Thousands													
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:													
a. Cash and balances due from depository institutions	J981			0	J982			0	J983			15232	1.a.
b. Held-to-maturity securities	J984			0	J985			0	J986			0	1.b.
c. Available-for-sale securities	J987			0	J988			0	J989			0	1.c.
d. Securities purchased under agreements to resell...	J990			0	J991			0	J992			0	1.d.
e. Loans and leases held for sale	J993			0	J994			0	J995			0	1.e.
f. Loans and leases, net of unearned income	J996			0	J997			0	J998			660343	1.f.
g. Less: Allowance for loan and lease losses	J999			0	K001			0	K002			6503	1.g.
h. Trading assets (other than derivatives)	K003			0	K004			0	K005			0	1.h.
i. Derivative trading assets	K006			0	K007			0	K008			0	1.i.
j. Other real estate owned	K009			0	K010			0	K011			0	1.j.
k. Other assets	K012			0	K013			0	K014			395933	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:													
a. Securities sold under agreements to repurchase ...	K015			0	K016			0	K017			0	2.a.
b. Derivative trading liabilities	K018			0	K019			0	K020			0	2.b.
c. Commercial paper	K021			0	K022			0	K023			0	2.c.
d. Other borrowed money (exclude commercial paper)	K024			0	K025			0	K026			0	2.d.
e. Other liabilities	K027			0	K028			0	K029			80474	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above)	K030			0	K031			0	K032			0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above)	K033			0	K034			0	K035			0	4.

Notes to the Balance Sheet—Predecessor Financial Items

For holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting holding company's total consolidated assets as of the previous quarter-end, whichever is less.

	Dollar Amounts in Thousands	BHBC				
1. Average loans and leases (net of unearned income)		3516			0	1.
2. Average earning assets		3402			0	2.
3. Average total consolidated assets		3368			0	3.
4. Average equity capital		3519			0	4.

Notes to the Balance Sheet (Other)

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the holding company's long-term unsecured debt by a material amount. The holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HC, item 16, New loan to holding company's ESOP guaranteed				
by holding company				
	0000			750

Notes to the Balance Sheet (Other)

	TEXT	Dollar Amounts in Thousands	BHCK				
1.	Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)		K141			0	1.
2.	5357						
			5357			0	2.
3.	5358						
			5358			0	3.
4.	5359						
			5359			0	4.
5.	5360						
			5360			0	5.
6.	B027						
			B027			0	6.

Notes to the Balance Sheet (Other)—Continued

		TEXT	Dollar Amounts in Thousands	BHCK				
7.		B028						
				B028			0	7.
8.		B029						
				B029			0	8.
9.		B030						
				B030			0	9.
10.		B031						
				B031			0	10.
11.		B032						
				B032			0	11.
12.		B033						
				B033			0	12.
13.		B034						
				B034			0	13.
14.		B035						
				B035			0	14.
15.		B036						
				B036			0	15.
16.		B037						
				B037			0	16.
17.		B038						
				B038			0	17.
18.		B039						
				B039			0	18.
19.		B040						
				B040			0	19.
20.		B041						
				B041			0	20.